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FLORIDA PROFIT/NON PROFIT CORPORATION

TFG Holdings, Inc.

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ARTICLES OF INCORPORATION
OF
TFG HOLDINGS, INC.

ARTICLE I

Name

The name of the corporation (the "Corporation") is TFG Holdings, Inc.

ARTICLE II

Principle Office, Registered Office, Registered Agent and Incorporators

(a) The address of the principle office of the Corporation in the State of Florida is 4801 PGA Blvd., Palm Beach Gardens, FL 33418.

(b) The name and address of the initial registered agent of the Corporation in the State of Florida is NRAI Services, Inc., 2731 Executive Park Drive, Suite 4, Weston, FL 33331.

(c) The written acceptance of the initial registered agent, as required by the provisions of Section 607.0501(3) of the Florida Business Corporation Act, is set forth following the signature of the incorporator and is made a part hereof.

(d) The name and street address of the incorporator of these Articles of Incorporation is:

<u>Name</u>	<u>Address</u>
Susan McMaster	27777 Franklin Rd., Suite 2500, Southfield, MI 48034-8214

ARTICLE III

Purpose

The Corporation may engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act.

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ARTICLE IV**Capital**

(a) The total number of shares of stock which the Corporation is authorized to have outstanding at any given time is Seven Hundred Fifty (750) shares of common stock (the "Shares"), Ten Cents (\$.10) par value per share.

(b) A statement of all or any of the relative rights, preferences and limitations of the Shares is as follows:

1. **Voting Rights.** Upon all matters with respect to which shareholders vote, except as provided in Article XIV of the Articles of Incorporation, but subject to, with respect to Article XIV, the termination provisions of Article XVIII of the Articles of Incorporation, each Share shall entitle the holder thereof to one (1) vote.

2. **Economic Rights.** Each Share shall have identical rights to distribution, including dividends and liquidation proceeds. Accordingly, it is intended that the Corporation have only one class of stock within the meaning of Section 1361 (b)(1)(D) of the Code.

(c) No Share of the Corporation; and no right or rights to acquire (by purchase, exchange, conversion or otherwise) Shares of the Corporation; and no instrument or agreement of whatever character that provides a vote (current, deferred or contingent on certain events or matters) in respect of matters upon which the shareholders of the Corporation vote, may be issued or agreed to be issued by the Corporation without, in any such case, having first been approved by the affirmative vote of holders of not less than eighty-seven percent (87%) of the outstanding Shares.

ARTICLE V**By-Laws**

The Board of Directors shall have the power to make, adopt, alter, amend and repeal from time to time the By-Laws of the Corporation, subject to the right of the shareholders to alter, amend and repeal By-Laws adopted by the Board of Directors, and subject to the right of the shareholders to adopt a By-Law or By-Laws that may be altered, amended or repealed only by a vote of the shareholders entitled to vote with respect thereto; provided, however, the By-Laws shall at all times be consistent with and subject to the Articles of Incorporation.

ARTICLE VI**RESERVED**

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ARTICLE VII**Definitions**

The following terms shall have the following meanings:

"Articles of Incorporation" means these Articles of Incorporation of TFG Holdings, Inc., as the same may hereafter be amended.

"Code" means the Internal Revenue Code of 1986, as amended from time to time (or any corresponding provision of succeeding law).

"Competent" means an individual over the age of eighteen (18) years who is not suffering from a mental or physical incapacity permanently rendering such person incapable of acting as a Director in the view of all of the Directors (other than such individual) then in office; provided, however, that any determination by the Directors that an individual is not Competent shall require a written certification by the individual's regular physician that such individual is suffering from a mental or physical incapacity permanently rendering such individual incapable of acting as a Director; provided further, however, that if an individual does not have a regular physician, such certification may be made by two (2) licensed physicians selected by holders of not less than fifty-one percent (51%) of the outstanding Shares.

"Directors" or "Board of Directors" means the Board of Directors of the Corporation.

"Family" means Marjorie S. Fisher, Jane F. Sherman, Phillip Wm. Fisher, Julie F. Cummings, Mary D. Fisher and Marjorie M. Fisher, the lineal descendants of Max M. Fisher, including any adopted child or stepchild of a lineal descendant who has been acknowledged in writing by the stepparent who is a lineal descendant of Max M. Fisher to be considered as if he or she was a lineal descendant of Max M. Fisher, D. Lawrence Sherman, Lauren Thomas Fisher, and Peter D. Cummings and any Trust for the Sole Benefit of one or more of the foregoing persons.

"Family Proxy" means the irrevocable proxy granted by each member of a Family Subgroup who holds Shares to the Family Representative to vote all Shares owned by the member of the Family Subgroup granting the proxy.

"Family Representative" means, when there is more than one member of a Family Subgroup who holds Shares, a member of such Family Subgroup designated by such Family Subgroup by notice thereof to the Corporation.

"Family Subgroup" means one of each of the following five groups of persons:

- (i) Marjorie M. Fisher, Marjorie M. Fisher's lineal descendants, including any adopted child or stepchild of hers or of any of her lineal descendants who has been acknowledged in writing by her or the stepparent who is a lineal descendant of hers to be considered as if he or she was a lineal descendant of Max M. Fisher, and any Trust for the Sole Benefit of one or more of the foregoing persons.

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- (ii) Julie Fisher Cummings, Peter D. Cummings, Julie Fisher Cummings' lineal descendants, including any adopted child or stepchild of hers or of any of her lineal descendants who has been acknowledged in writing by her or the stepparent who is a lineal descendant of hers to be considered as if he or she was a lineal descendant of Max M. Fisher, and any Trust for the Sole Benefit of one or more of the foregoing persons.
- (iii) Mary D. Fisher, her lineal descendants, including any adopted child or stepchild of hers or of any of her lineal descendants who has been acknowledged in writing by her or the stepparent who is a lineal descendant of hers to be considered as if he or she was a lineal descendant of Max M. Fisher, and any Trust for the Sole Benefit of one or more of the foregoing persons.
- (iv) Phillip Wm. Fisher, Lauren Thomas Fisher, Phillip Wm. Fisher's lineal descendants, including any adopted child or stepchild of his or of any of his lineal descendants who has been acknowledged in writing by him or the stepparent who is a lineal descendant of his to be considered as if he or she was a lineal descendant of Max M. Fisher, and any Trust for the Sole Benefit of one or more of the foregoing persons.
- (v) Jane Fisher Sherman, D. Lawrence Sherman, Jane Fisher Sherman's lineal descendants, including any adopted child or stepchild of hers or of any of her lineal descendants who has been acknowledged in writing by her or the stepparent who is a lineal descendant of hers to be considered as if he or she was a lineal descendant of Max M. Fisher, and any Trust for the Sole Benefit of one or more of the foregoing persons.

"Notice of Exercise" means a written notice of exercise of a Right of First Refusal.

"Notice of Intent" means a written notice that a member of a Family Subgroup intends to Transfer Shares to a member of another Family Subgroup.

"Period of Election" means the later of the thirtieth (30th) day following the receipt by the Corporation of the Notice of Intent and the date fifteen (15) days following the date set forth in the Notice of Election as the date as of which the Notice of Intent shall become irrevocable.

"Right of First Refusal" means the right given to each member of all Family Subgroups when a member of a Family Subgroup intends to Transfer Shares to a member of the Family who is not a member of his or her Family Subgroup.

"Shares" means the shares of common stock of the Corporation authorized by Section (a) of Article IV of the Articles of Incorporation.

"Transfer" means any sale, transfer, gift, assignment, pledge, devise or other disposition of, or grant of an option or right or interest in or in respect of, or grant of a proxy (other than a Family Proxy) in respect of Shares, whether voluntary or involuntary, whether of

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record or beneficial ownership or whether by operation of law or otherwise, and includes the agreement to do any of the foregoing.

"Trust for the Sole Benefit" means a trust established solely for the benefit of the enumerated persons and which trust is a permitted shareholder under Section 1361(c)(2) of the Code. For the purposes of determining whether or not a trust is established solely for the benefit of the enumerated persons, the fact that one or more of the beneficiaries (but not the sole beneficiary) of the trust includes a person or persons other than the enumerated persons (including an organization or organizations exempt from United States income taxes pursuant to the provisions of Section 501(c) of the Code and described in Section 501(c)(3) of the Code) entitled to a principal distribution if they shall have survived the settlor of such trust, which distribution (outright or in trust) is to be made in cash or property other than Shares and is to be made as soon after the death of the settlor as is practicable, shall be disregarded.

ARTICLE VIII

Restriction on Transfers

(a) No shareholder of the Corporation may Transfer any Shares except (i) to the Corporation, (ii) to a member of the Family, or (iii) to a person approved by the affirmative vote of holders of not less than eighty percent (80%) of the outstanding Shares. Notwithstanding the foregoing, if the Transfer is to be to a member of another Family Subgroup, such Transfer may be made only subject to, and only in accordance with, the restrictions and conditions set forth in Section (b) of this Article VIII of the Articles of Incorporation.

(b) To the extent that any member of a Family Subgroup intends to Transfer Shares to a member of another Family Subgroup, such person shall give written notice of such intent to the Corporation and to all members of his or her Family Subgroup and all other Family Subgroups (i.e., a Notice of Intent). Such notice shall specifically identify (i) the member of the Family to whom the transferor proposes to Transfer the Shares, (ii) the number of Shares proposed to be Transferred, (iii) the date as of which the Notice of Intent shall become irrevocable, which date shall in no event be later than the sixty (60) days subsequent to the giving of the Notice of Intent, (iv) the date as of which such Shares are to be transferred, which date shall in no event be earlier than the later of forty-five (45) days subsequent to the giving of the Notice of Intent and the date twenty (20) days following the expiration of the Period of Election, and (v) the consideration per Share for the proposed Transfer.

After a Notice of Intent is given, the Corporation may elect, during the Period of Election, to purchase all, or any portion of, the Shares which are the subject of the Notice of Intent in accordance with the terms of the Notice of Intent. A Director shall not be restricted from participating in a decision to purchase all, or any portion of, the Shares as provided for herein even if such Director is a shareholder or other party who may have an interest in the transaction. Such election shall be exercised by the Corporation by Notice of Exercise delivered to the proposed transferor prior to the close of business on the last day of the Period of Election. Failure on the part of the Corporation to deliver a Notice of Exercise during the Period of Election shall be deemed to be a rejection of the Right of First Refusal.

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If the Corporation does not elect to purchase the Shares which are the subject of the Notice of Intent, or does not elect to purchase all of such Shares, each other recipient of the Notice of Intent shall have fifteen (15) days following the termination of the Period of Election to purchase all, or any portion of, the Shares which the Corporation did not elect to purchase in accordance with the terms of the Notice of Intent. Such right shall be exercised by the recipients of the Notice of Intent other than the Corporation by Notice of Exercise delivered to the proposed transferor prior to the close of business on the fifteenth (15) day following the Period of Election. Failure on the part of a recipient of a Notice of Intent to deliver a Notice of Exercise prior to the close of business on the fifteenth (15) day following the Period of Election shall be deemed to be a rejection by such recipient of the Right of First Refusal.

A. Notice of Exercise shall specify the maximum number of Shares which the Corporation or the exercising member of the Family, as the case may be, is willing to purchase. Such Notice of Exercise shall irrevocably obligate the Corporation or such member of the Family, as the case may be, to purchase that maximum number, or, if the exercising person is not the Corporation, any lesser number of such Shares. If the sum of the maximum number of Shares specified by all such exercising members of the Family exceeds the number of Shares set forth in the Notice of Intent which are not being acquired by the Corporation, if any, the available Shares shall be allocated among such exercising members of the Family in proportion to the number of Shares each of them had proposed to purchase in his or her Notice of Intent. The election (or failure to elect) by the Corporation or the other recipients of a Notice of Intent shall not affect their Right of First Refusal as to any subsequent intent of a member of a Family Subgroup to Transfer Shares to a member of another Family Subgroup. Any Shares not purchased pursuant to this Right of First Refusal may be transferred to the member of the Family identified in the Notice of Intent on the date set forth in the Notice of Intent as the date as of which such Shares are to be transferred. The member of a Family Subgroup that gives a Notice of Intent may withdraw the Notice of Intent at any time prior to the date set forth in the Notice of Intent as the date as of which the Notice of Intent shall become irrevocable. Upon the withdrawal of a Notice of Intent or the failure to consummate a Transfer on or prior to the date set forth in the Notice of Intent as the date as of which such Shares are to be transferred, no Transfer to a member of another Family Subgroup may be made by the member of a Family Subgroup that gave the Notice of Intent without again complying with the provisions of this Section (b) of this Article VIII of the Articles of Incorporation.

ARTICLE IX

Number of Directors

The number of Directors shall be one for each Family Subgroup that has at least one member who is Competent and holds Shares.

ARTICLE X

Qualification of Directors

The only persons eligible to be a Director are those persons who are either (i) members of the Family who are Competent or (ii) not members of the Family but who are Competent and

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approved as eligible for such directorship by the affirmative vote of holders of not less than eighty percent (80%) of the outstanding Shares.

ARTICLE XI

Voting

Except as provided in Article XIV of the Articles of Incorporation, but subject to, with respect to Article XIV, the termination provisions of Article XVIII of the Articles of Incorporation, each holder of the Shares shall be entitled to one vote for each Share standing in his or her name on the Corporation's books on the date fixed for the determination of voting rights.

At each election of Directors, each holder of the Shares shall have as many votes as is equal to the product of the number of Shares owned by him or her and the number of Directors to be elected by the holders of the Shares. These votes may be cast for a single Director or may be equally divided among the total number of Directors to be elected by the holders of Shares, or may be distributed among any lesser number in such proportion as the holder may desire.

Subject to Section (c) of Article IV and Article XVII (for so long as said Section (c) of Article IV and Article XVII have not terminated pursuant to Article XVIII of the Articles of Incorporation), as to all matters that are presented to the shareholders of the Corporation for action, approval, confirmation or ratification, other than the election of Directors (which shall require a plurality of the votes cast in accordance with the cumulative method of voting as provided in the second paragraph of this Article XI), the affirmative vote of holders of not less than eighty percent (80%) of the outstanding Shares shall be required for such action, approval, confirmation or ratification.

ARTICLE XII

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ARTICLE XIII

Statement of Valuation

In the event that any shareholder desires to make a gift of Shares, the Board of Directors will provide to any such shareholder who so requests, a statement of valuation of 100% of the Corporation.

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ARTICLE XIV**Family Representative**

Each Family Subgroup in which more than one member holds Shares shall be required to designate (and maintain the designation of) a single Family Representative, and each such Family Representative shall be required to obtain a Family Proxy from each member of his or her Family Subgroup who holds Shares. At each meeting of shareholders or whenever the consent or approval of the shareholders is to be given, the Family Representative shall cast all votes of his or her Family Subgroup, including those votes represented by the various Family Proxies designating the Family Representative as the proxy and attorney-in-fact for all members of his or her Family Subgroup. The Shares of any member of a Family Subgroup who has failed to provide his or her Family Representative with a Family Proxy (which for all purposes shall be considered outstanding Shares) shall not be voted on any matter (including the election of Directors) coming before the shareholders of the Corporation until such shareholder has provided a Family Proxy, and then such Shares shall be voted solely by the Family Representative.

ARTICLE XV**Limited Liability of Directors**

To the fullest extent permitted under the Florida Business Corporation Act, as it may be amended from time to time, a Director of the Corporation shall not be liable to the Corporation or its shareholders for monetary damages for breach of fiduciary duty as a director.

ARTICLE XVI**Indemnification of Officers, Directors, Etc.**

1. Indemnification of Directors. The Corporation shall indemnify a person (including the heirs, executors, and administrators of such person) who is or was a party to, or who is threatened to be made a party to, a threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative and whether formal or informal, including, without limitation, an action by or in the right of the Corporation, by reason of the fact that he or she is or was a Director of the Corporation, or is or was serving at the request of the Corporation as a director (or in a similar capacity) of another foreign or domestic corporation or any other entity, whether for profit or not, against expenses, attorneys' fees, judgments, penalties, fines, and amounts paid in settlement actually and reasonably incurred by him or her in connection with the action, suit, or proceeding, if the person acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the Corporation and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. Unless ordered by a court, an indemnification under Section 1 of this Article XVI shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the Director is proper in the circumstances because he or she has met the applicable standard of conduct set forth in Section 1 of this Article XVI. Such determination shall be made in accordance with Section 607.0850(4) of the Florida Business Corporation Act. Section 1 of this Article XVI is intended to grant the persons herein

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described with the fullest protection not prohibited by existing law in effect as of the date of filing this Articles of Incorporation or such greater protection as may be permitted or not prohibited under succeeding provisions of law.

2. Indemnification of Officers, Etc. The Corporation has the power to indemnify a person (including the heirs, executors, and administrators of such person) who is or was a party to, or who is threatened to be made a party to, a threatened, pending, or contemplated action, suit, or proceeding, whether civil, criminal, administrative, or investigative and whether formal or informal, including an action by or in the right of the Corporation, by reason of the fact that he or she is or was an officer, employee, or agent of the Corporation or is or was serving at the request of the Corporation as an officer, partner, trustee, employee, or agent of another foreign or domestic corporation, partnership, joint venture, trust or other enterprise, whether for profit or not, against expenses, including attorneys' fees, judgments, penalties, fines, and amounts paid in settlement actually and reasonably incurred by him or her in connection with the action, suit, or proceeding, if the person acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Corporation or its shareholders, and with respect to a criminal action or proceeding, if the person had no reasonable cause to believe his or her conduct was unlawful. Unless ordered by a court, an indemnification under Section 2 of this Article XVI shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the officer, employee, or agent is proper in the circumstances because he or she has met the applicable standard of conduct set forth in Section 2 of this Article XVI. Such determination shall be made in accordance with Section 607.0850(4) of the Florida Business Corporation Act.

3. Advancement of Expenses. The Corporation shall pay the expenses incurred by a person described in Sections 1 and 2 of this Article XVI in defending a civil or criminal action, suit, or proceeding described in such Sections in advance of the final disposition of the action, suit, or proceeding upon receipt of an undertaking by or on behalf of such person to repay the expenses if it is ultimately determined that the person is not entitled to be indemnified by the Corporation. Such undertaking shall be by unlimited general obligation of the person on whose behalf advances are made but need not be secured.

ARTICLE XVII

Amendments

At any time on or prior to the tenth anniversary of the date of the passing of Max M. Fisher, the Articles of Incorporation may be amended only by the affirmative vote of holders of not less than eighty-seven percent (87%) of the outstanding Shares. Thereafter, the Articles of Incorporation may be amended by the affirmative vote of holders of not less than eighty percent (80%) of the outstanding Shares.

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ARTICLE XVIII

Termination of Certain Provisions

Section (c) of Article IV and all of Articles VIII, X, and XIV of the Articles of Incorporation shall automatically terminate on the tenth anniversary of the date of the passing of Max M. Fisher, subject, however, to the right to extend all of the provisions of such Articles for additional five-year periods by the affirmative vote of holders of not less than eighty percent (80%) of the outstanding Shares.

ARTICLE XIX

Company Status

(a) S Corporation Status. The shareholders of the Corporation shall take all actions necessary to elect and maintain "S Corporation" status for the Corporation.

(i) Further, notwithstanding any other provision of the Articles of Incorporation, for so long as the Corporation is an "S Corporation", no shareholder of the Corporation shall (1) Transfer his or her Shares to any person if as a result thereof, the Corporation would have more than seventy-five (75) shareholders or such other greater or lesser number as shall be the limit set forth in the Code, (2) Transfer his or her Shares to any person who because of the status of such person could not by reason of any provision of subchapter S of the Code, be a shareholder of an "S Corporation," or (3) commit any act that would jeopardize the Corporation's status as an "S Corporation". Any attempted act in contravention of the foregoing shall be void *ab initio*.

(ii) The Corporation shall have the right, but not the obligation, to redeem the Shares of any shareholder who attempts to Transfer or take any action with respect to his or her Shares in violation of Section (a)(i) hereof for an amount equal to the fair market value of such Shares as of the business day immediately preceding the day of the attempted Transfer, less ten percent (10%) thereof as liquidated damages and not as a penalty. For purposes hereof, the "fair market value" of Shares shall be determined by accountants regularly employed by the Corporation.

(b) Tax Distributions. The Corporation shall endeavor to make periodic distributions to the shareholders, to each in accordance with his or her percentage ownership of the Shares during each fiscal year of the Corporation for which it is taxed as an S Corporation under the Code, in such amounts and at such times so as to enable each shareholder to make timely estimated and final tax payments, if any, of federal, state, and local income tax attributable to the portion of the Corporation's taxable income allocated to such shareholder pursuant to the Code; provided, however, that each periodic distribution to the shareholders (1) shall not be required to exceed the result of the Corporation's estimated taxable income from the beginning of the Corporation's fiscal year through the date of such periodic distribution, multiplied by the highest individual combined federal, state, and local ordinary income tax rate then applicable to any of the shareholders (such combined tax rate being herein referred to as the "Applicable Percentage"), less all prior periodic distributions made to the shareholders during such fiscal year

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of the Corporation excluding any Year End Adjustment or Redetermination Adjustment paid during such fiscal year, and (2) shall not violate any applicable law of the State of Florida governing the payment of dividends to shareholders.

The Corporation shall also distribute to the shareholders, to each in accordance with his or her percentage ownership of the Shares, within ninety (90) days after the end of each fiscal year of the Corporation for which it is taxed as an S Corporation under the Code, an amount (the "Year End Adjustment") equal to the total of the Corporation's yearly taxable income (as determined under Section 1363 of the Code or any successor section) multiplied by the Applicable Percentage (adjusted to take into account the character of any separately stated items allocated to the shareholders), less all periodic distributions made to the shareholders during the prior fiscal year of the Corporation excluding Year End Adjustment or Redetermination Adjustment paid during such prior fiscal year; provided, however, that if subsequent to the distribution (or determination, in the event that there shall be no distribution) of the Year End Adjustment for a fiscal year of the Corporation, the Corporation determines (or accepts a determination by the Internal Revenue Service) that the yearly taxable income of the Corporation exceeds the amount upon which the portion of the Year End Adjustment relating to taxable income for such fiscal year was based, the Corporation shall, within thirty (30) days after such determination, make an additional distribution to the shareholders, to each in accordance with his or her percentage ownership of the Shares, in an amount (the "Redetermination Adjustment") equal to the product of such excess, and the Applicable Percentage for such fiscal year of the Corporation. For purposes of this Section XIX(b) "taxable income" shall include all items required to be separately stated under Section 1363 of the Code.

(i) All distributions in excess of the amounts described in Section (b) of this Article XIX shall require the unanimous consent of the Directors.

ARTICLE XX

Interpretation

Whenever a question shall arise as to the meaning and/or intent of any provision of the Articles of Incorporation, a majority of Directors then in office shall have power to determine the meaning or intent of such provision of the Articles of Incorporation, whose determination shall be binding upon the Corporation, the Directors and shareholders of the Corporation.

IN WITNESS WHEREOF, the undersigned incorporator, has executed these Articles of Incorporation this 8th December, 2008.



Susan McMaster, Incorporator

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in these Articles of Incorporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with


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the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

NRAI SERVICES, INC.

By:


Jackie Bond, AS Secretary

Date:

12/8/2008

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